

TRADEMARK ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Release of Security Interest		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
LEHMAN COMMERCIAL PAPER INC., as administrative agent		02/08/2005	CORPORATION: NEW YORK
RECEIVING PARTY DATA			
Name:	B&G FOODS HOLDINGS CORP.		
Street Address:	Four Gatehall Drive, Suite 110		
Internal Address:	c/o B&G Foods, Inc.		
City:	Parsippany		
State/Country:	NEW JERSEY		
Postal Code:	07054		
Entity Type:	CORPORATION: DELAWARE		
Name:	B&G FOODS, INC.		
Street Address:	Four Gatehall Drive		
Internal Address:	Suite 110		
City:	Parsippany		
State/Country:	NEW JERSEY		
Postal Code:	07054		
Entity Type:	CORPORATION: DELAWARE		
Name:	BGH HOLDINGS, INC.		
Street Address:	Four Gatehall Drive, Suite 110		
Internal Address:	c/o B&G Foods, Inc.		
City:	Parsippany		
State/Country:	NEW JERSEY		
Postal Code:	07054		
Entity Type:	CORPORATION: DELAWARE		
Name:	BLOCH & GUGGENHEIMER INC.		

OP \$2040.00 1963345

900020373

TRADEMARK
REEL: 003035 FRAME: 0356

Street Address:	Four Gatehall Drive, Suite 110
Internal Address:	c/o B&G Foods, Inc.
City:	Parsippany
State/Country:	NEW JERSEY
Postal Code:	07054
Entity Type:	CORPORATION: DELAWARE

Name:	ROSELAND DISTRIBUTION COMPANY
Street Address:	Four Gatehall Drive, Suite 110
Internal Address:	c/o B&G Foods, Inc.
City:	Parsippany
State/Country:	NEW JERSEY
Postal Code:	07054
Entity Type:	CORPORATION: DELAWARE

Name:	BURNS & RICKER, INC.
Street Address:	Four Gatehall Drive, Suite 110
Internal Address:	c/o B&G Foods, Inc.
City:	Parsippany
State/Country:	NEW JERSEY
Postal Code:	07054
Entity Type:	CORPORATION: DELAWARE

Name:	RWBV ACQUISITION CORP.
Street Address:	Four Gatehall Drive, Suite 110
Internal Address:	c/o B&G Foods, Inc.
City:	Parsippany
State/Country:	NEW JERSEY
Postal Code:	07054
Entity Type:	CORPORATION: DELAWARE

Name:	TRAPPEY'S FINE FOODS, INC.
Street Address:	Four Gatehall Drive, Suite 110
Internal Address:	c/o B&G Foods, Inc.
City:	Parsippany
State/Country:	NEW JERSEY
Postal Code:	07054
Entity Type:	CORPORATION: DELAWARE

Name:	MAPLE GROVE FARMS OF VERMONT, INC.

Street Address:	Four Gatehall Drive, Suite 110
Internal Address:	c/o B&G Foods, Inc.
City:	Parsippany
State/Country:	NEW JERSEY
Postal Code:	07054
Entity Type:	CORPORATION: VERMONT

Name:	HERITAGE ACQUISITION CORP.
Street Address:	Four Gatehall Drive, Suite 110
Internal Address:	c/o B&G Foods, Inc.
City:	Parsippany
State/Country:	NEW JERSEY
Postal Code:	07054
Entity Type:	CORPORATION: DELAWARE

Name:	WILLIAM UNDERWOOD COMPANY
Street Address:	Four Gatehall Drive, Suite 110
Internal Address:	c/o B&G Foods, Inc.
City:	Parsippany
State/Country:	NEW JERSEY
Postal Code:	07054
Entity Type:	Voluntary Association: MASSACHUSETTS

PROPERTY NUMBERS Total: 81

Property Type	Number	Word Mark
Registration Number:	1963345	B & G
Registration Number:	1963338	B & G
Registration Number:	1852514	LAS PALMAS
Registration Number:	1835046	VERMONT SUGAR FREE
Registration Number:	1647533	B&G BLOCH GUGGENHEIMER
Registration Number:	1160186	
Registration Number:	1098941	ACCENT
Registration Number:	0067052	FAITHFUL
Registration Number:	0842183	SERANO
Registration Number:	0134116	VERMONT MAID
Registration Number:	0999803	INDI-PEP
Registration Number:	0691019	
Registration Number:	0602802	B & M

Registration Number:	1784306	MAPLE GROVE FARMS
Registration Number:	1285455	
Registration Number:	1156559	CHES-DEL
Registration Number:	0311858	REGINA
Registration Number:	0819665	TORRIDO
Registration Number:	0379295	LAS PALMAS
Registration Number:	0987993	JAM LOVER'S
Registration Number:	0856105	
Registration Number:	0841700	TEMPERO
Registration Number:	0614141	EB REGINA
Registration Number:	1684571	CRISPINI
Registration Number:	1613127	ACCENT BRAND
Registration Number:	1484475	CLASSIC TUSCANNY TOAST
Registration Number:	1515619	NEW YORK STYLE
Registration Number:	1545485	POLANER FANCY FRUIT
Registration Number:	0820117	DULCITO
Registration Number:	0925617	WAKES UP FOOD FLAVOR!
Registration Number:	1134775	
Registration Number:	0206763	DWARF
Registration Number:	1002975	REGINA
Registration Number:	0634932	ALL-CRISP
Registration Number:	1497875	MAX AMS
Registration Number:	0989073	TORRIDO
Registration Number:	0746320	JOAN OF ARC
Registration Number:	1751430	DON'T DARE CALL IT JELLY!
Registration Number:	1710207	NEW YORK DELI STYLE PICKLES
Registration Number:	1456716	BURNS & RICKER
Registration Number:	0596870	POLANER
Registration Number:	0856124	MI SECRETO
Registration Number:	0965698	DULCITO
Registration Number:	0832252	SA-SON AC'CENT
Registration Number:	1960323	PEPPER FIESTA
Registration Number:	1961765	POLANER
Registration Number:	1843802	RED DEVIL SNACKER
Registration Number:	1650259	POLANER

Registration Number:	1562411	PITA CRISPS
Registration Number:	1306252	BAGEL CRISPS
Registration Number:	0582054	LAS PALMAS
Registration Number:	0100229	
Registration Number:	1933973	NEW ENGLAND FARMHOUSE PANCAKE SYRUP
Registration Number:	0202103	JACK O' LANTERN
Registration Number:	0367570	UNDERWOOD
Registration Number:	1017553	VERMONT FARMS
Registration Number:	0793119	
Registration Number:	0931913	LAS PALMAS
Registration Number:	0828652	
Registration Number:	0182475	MAPLE GROVE
Registration Number:	1386209	WRIGHT'S
Registration Number:	1330446	WRIGHT'S
Registration Number:	0828651	
Registration Number:	0845099	TRAPPEY'S
Registration Number:	0759785	UNDERWOOD
Registration Number:	0230395	MEXI-PEP
Registration Number:	1960319	SALSA FIESTA
Registration Number:	1832827	ALL FRUIT
Registration Number:	1529889	JOAN OF ARC
Registration Number:	1274499	CHEF MAGIC
Registration Number:	1221083	DEVILICIOUS
Registration Number:	1135244	BRER RABBIT
Registration Number:	0435707	AC'CENT
Registration Number:	0513287	JOAN OF ARC
Registration Number:	0128447	MAPLE GROVE
Registration Number:	0989382	GREEN DRAGON
Registration Number:	0741378	SELLS
Registration Number:	1160187	UNDERWOOD
Registration Number:	1124752	POLANER LITE
Registration Number:	1034024	ACCENT
Registration Number:	0656889	FRIEND'S

CORRESPONDENCE DATA

Fax Number: (714)755-8290

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: (714) 540-1235

Email: greg.phillips@lw.com

Correspondent Name: Latham & Watkins LLP

Address Line 1: 650 Town Center Drive

Address Line 2: Suite 2000

Address Line 4: Costa Mesa, CALIFORNIA 92626

NAME OF SUBMITTER:

Greg Phillips, Senior Paralegal

Signature:

/greg phillips/

Date:

02/25/2005

Total Attachments: 20

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RELEASE OF SECURITY INTEREST

This RELEASE, dated as of February 8, 2005, is made by Lehman Commercial Paper Inc. ("LCPI"), as administrative agent, pursuant to the termination of the Guarantee and Collateral Agreement dated as of March 15, 1999 between LCPI and B&G Foods Holdings Corp.; B&G Foods, Inc.; BGH Holdings, Inc.; Bloch & Guggenheimer Inc.; Roseland Distribution Company; Burns & Ricker, Inc.; RWBV Acquisition Corp.; Trappey's Fine Foods, Inc.; Maple Grove Farms of Vermont, Inc.; Heritage Acquisition Corp.; and William Underwood Company (collectively, the "Borrowers") (the "Guarantee and Collateral Agreement").

WITNESSETH:

WHEREAS, the Borrowers and LCPI entered into a Revolving Credit Agreement and a Term Loan Agreement, each dated as of March 15, 1999 (the "Credit Agreements"), pursuant to which LCPI extended credit to the Borrowers, and in return the Borrowers granted security interests pursuant to the Guarantee and Collateral Agreement by Borrowers in favor of LCPI, recorded with the U.S. Patent and Trademark Office in connection with the Borrowers' trademarks on April 21, 1999, Reel/Frame 1888/0213, and in connection with Borrower's patent on April 21, 1999, Reel/Frame 009922/0145, and recorded with the Copyright Office in connection with Borrowers' copyright registrations on April 21, 1999, at V3433 D533-535 P1-72.

WHEREAS, LCPI acknowledges full payment, performance and satisfaction of the Note issued pursuant to the Credit Agreements secured by the above-referenced Guarantee and Collateral Agreement; and

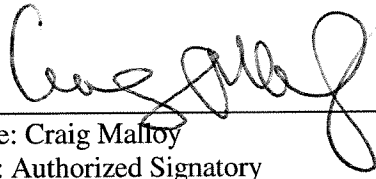
WHEREAS, the Borrowers have requested that LCPI release its security interest in the Collateral, as defined in the Guarantee and Collateral Agreement in connection with the termination of the Credit Agreements and the Guarantee and Collateral Agreement (the "Released Collateral").

NOW, THEREFORE, LCPI hereby **RELEASES** all of its security interest in the Released Collateral, namely, the trademarks listed in Schedule A, the trademark registrations listed in Schedule B, the patent registration listed in Schedule C, and the copyright registrations listed in Schedule D, all schedules attached hereto and incorporated herein by reference, and any other Collateral described in the aforementioned Guarantee and Collateral Agreement, including any licenses.

LCPI agrees, at the Borrowers' expenses, to cooperate with the Borrowers and to provide the Borrowers with the information and additional authorization necessary to effect the release of LCPI's security interest in the Released Collateral.

IN WITNESS WHEREOF, LCPI has executed this Release as of the date first set forth
above.

Lehman Commercial Paper Inc., as administrative agent

By: 
Name: Craig Malloy
Title: Authorized Signatory

CERTIFICATE OF ACKNOWLEDGMENT

STATE OF NEW YORK)

COUNTY OF NEW YORK)

ss.

On this 8th day of February, 2005, before me personally appeared Craig Malloy, proved to me on the basis of satisfactory evidence to be the person who executed the foregoing instrument on behalf of Lehman Commercial Paper Inc., and acknowledged to me that he/she executed the same in his/her authorized capacity, and that by his/her signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and Notarial Seal, this
8th day of February, 2005.



Notary Public

{seal}

NELVADIA HATCHER
Notary Public, State of New York
Registration # 01HA6082085
Qualified in Kings County
Commission Expires October 21, 20 06

SCHEDULE A








Image	Trademark
	ACCENT
	ACCENT
	AC'CENT
	ACCENT BRAND
	ALL FRUIT
	ALL-CRISP
	B & G
	B & M
	B AN' G




Image	Trademark
	B&G BLOCH GUGGENHEIMER
	BAGEL CRISPS
	BAN'G
	BISCOTTI DI TOSCANA
Brer Rabbit	BRER RABBIT
	BRER RABBIT
	BULL
	BURNS & RICKER
	CHEF MAGIC
	CHEF-MAGIC
	CHES-DEL
	CLASSIC TUSCANNY TOAST
	CRISPINI
	Design Only

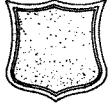







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	Design Only
	Design Only








Image	Trademark
	Design Only
	Design Only
	Design Only
	DEVILICIOUS
DON'T DARE CALL IT JELLY!	DON'T DARE CALL IT JELLY!
	DULCITO
	DULCITO
	DWARF
	EB REGINA
	FAITHFUL
	FRIEND'S
	GREEN DRAGON








Image	Trademark
	INDI-PEP
JACK O' LANTERN	JACK O' LANTERN
	JAM LOVER'S
	JOAN OF ARC
	JOAN OF ARC
	JOAN OF ARC
	LAS PALMAS
	LAS PALMAS
	LAS PALMAS
	LAS PALMAS
Maple Grove	MAPLE GROVE
	MAPLE GROVE




Image	Trademark
	MAPLE GROVE FARMS
	MAPLE GROVE FARMS
	MAX AMS
MEXI-PEP	MEXI-PEP
	MI SECRETO
	MILDEWCIDE
	NEW ENGLAND FARMHOUSE PANCAKE SYRUP
	NEW YORK DELI STYLE PICKLES
	NEW YORK STYLE
	OUR DARLING
	PENNY WISE
	PEPPER FIESTA
	PITA CRISPS
	POLANER
	POLANER FANCY FRUIT
	POLANER LITE













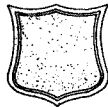




Image	Trademark
	RED DEVIL SNACKER
REGINA	REGINA
	REGINA
	SALSA FIESTA
<i>Sa-son Accent</i>	SA-SON AC'CENT
	SELLS
	SERANO
	SHIELD LABEL
	SPICE-UP
	TEMPERO
	TORRIDO
	TORRIDO
	TRAPPEY'S
	TUSCANY TOAST
	UNDERWOOD



Image	Trademark
	UNDERWOOD
	UNDERWOOD
	VERMONT FARMS
	VERMONT MAID
	VERMONT SUGAR FREE
	WAKES UP FOOD FLAVOR!
	WELLWORTH
	WHITE CAP
	WRIGHT'S
	WRIGHT'S








SCHEDULE B





U.S. Trademark Registrations




Ref No.	Image	Trademark	Application Number	Registration Number	Application Date	Date Registered
1		B & G	74/665589	1963345	April 25, 1995	March 19, 1996
2		B & G	74/664919	1963338	April 25, 1995	March 19, 1996
3		LAS PALMAS	74/450019	1852514	October 22, 1993	September 6, 1994
4		VERMONT SUGAR FREE	74/349789	1835046	January 19, 1993	May 3, 1994
5		B&G BLOCH GUGGENHEIMER	73/815049	1647533	July 26, 1989	June 11, 1991
6		Design Only	73/246569	1160186	January 17, 1980	July 7, 1981
7		ACCENT	73/151249	1098941	December 7, 1977	August 8, 1978
8		FAITHFUL	71/030249	0067052	September 26, 1907	January 14, 1908
9		SERANO	72/260099	0842183	December 5, 1966	January 9, 1968
10		VERMONT MAID	71/119459	0134116	June 10, 1919	August 10, 1920
11		INDI-PEP	73/000379	0999803	September 7, 1973	December 17, 1974
12		Design Only	72/072459	0691019	April 28, 1959	January 5, 1960
13		B & M	71/666629	0602802	May 19, 1954	March 1, 1955
14		MAPLE GROVE FARMS	74/308068	1784306	August 27, 1992	July 27, 1993
15		Design Only	73/422738	1285455	April 22, 1983	July 10, 1984

Ref No.	Image	Trademark	Application Number	Registration Number	Application Date	Date Registered
16		CHES-DEL	73/224378	1156559	July 23, 1979	June 2, 1981
17	REGINA	REGINA	71/343918	0311858	November 21, 1933	April 10, 1934
18		TORRIDO	72/226868	0819665	August 31, 1965	November 29, 1966
19		LAS PALMAS	71/427558	0379295	January 17, 1940	July 9, 1940
20		JAM LOVER'S	72/449928	0987993	February 27, 1973	July 9, 1974
21		Design Only	72/270438	0856105	May 1, 1967	September 3, 1968
22		TEMPERO	72/232038	0841700	November 2, 1965	January 2, 1968
23		EB REGINA	71/662428	0614141	March 11, 1954	October 11, 1955
24		CRISPINI	74/111707	1684571	November 2, 1990	April 28, 1992
25	<i>Accent</i>	ACCENT BRAND	73/839697	1613127	November 15, 1989	September 11, 1990
26		CLASSIC TUSCANY TOAST	73/658757	1484475	May 4, 1987	April 12, 1988
27		NEW YORK STYLE	73/632537	1515619	November 26, 1986	December 6, 1988
28		POLANER FANCY FRUIT	73/621247	1545485	September 22, 1986	June 27, 1989
29		DULCITO	72/226867	0820117	August 31, 1965	December 6, 1966

Ref No.	Image	Trademark	Application Number	Registration Number	Application Date	Date Registered
30		WAKES UP FOOD FLAVOR!	72/379397	0925617	December 23, 1970	December 14, 1971
31		Design Only	73/201767	1134775	January 29, 1979	May 6, 1980
32		DWARF	71/217067	0206763	July 9, 1925	December 8, 1925
33		REGINA	73/012257	1002975	January 31, 1974	January 28, 1975
34		ALL-CRISP	71/693247	0634932	August 17, 1955	September 25, 1956
35		MAX AMS	73/621246	1497875	September 22, 1986	July 26, 1988
36		TORRIDO	72/426476	0989073	June 6, 1972	July 23, 1974
37		JOAN OF ARC	72/146056	0746320	June 4, 1962	March 5, 1963
38		DON'T DARE CALL IT JELLY!	74/279075	1751430	May 26, 1992	February 9, 1993
39		NEW YORK DELI STYLE PICKLES	73/822965	1710207	September 1, 1989	August 25, 1992
40		BURNS & RICKER	73/638705	1456716	January 8, 1987	September 8, 1987
41		POLANER	71/654275	0596870	October 6, 1953	October 12, 1954
42		MI SECRETO	72/284545	0856124	November 13, 1967	September 3, 1968
43		DULCITO	72/426475	0965698	June 6, 1972	August 7, 1973
44		SA-SON AC'CENT	72/230835	0832252	October 21, 1965	July 18, 1967
45		PEPPER FIESTA	74/661514	1960323	April 14, 1995	March 5, 1996
46		POLANER	74/635204	1961765	February 17, 1995	March 12, 1996
47		RED DEVIL SNACKER	74/377814	1843802	April 12, 1993	July 5, 1994

Ref No.	Image	Trademark	Application Number	Registration Number	Application Date	Date Registered
48		POLANER	74/074374	1650259	June 29, 1990	July 9, 1991
49		PITA CRISPS	73/721864	1562411	April 11, 1988	October 24, 1989
50		BAGEL CRISPS	73/405534	1306252	December 10, 1982	November 20, 1984
51		LAS PALMAS	71/642994	0582054	March 2, 1953	November 3, 1953
52		Design Only	71/075374	0100229	January 22, 1914	October 13, 1914
53		NEW ENGLAND FARMHOUSE PANCAKE SYRUP	74/474993	1933973	December 27, 1993	November 7, 1995
54		JACK O' LANTERN	71/208933	0202103	January 31, 1925	August 18, 1925
55		UNDERWOOD	71/411513	0367570	October 11, 1938	May 23, 1939
56		VERMONT FARMS	73/037543	1017553	November 19, 1974	August 5, 1975
57		Design Only	72/193213	0793119	May 11, 1964	July 20, 1965
58		LAS PALMAS	72/385133	0931913	March 1, 1971	April 4, 1972
59		Design Only	72/239273	0828652	February 21, 1966	May 9, 1967
60	Maple Grove	MAPLE GROVE	71/154523	0182475	October 24, 1921	April 8, 1924
61		WRIGHT'S	73/549382	1386209	July 22, 1985	March 11, 1986

Ref No.	Image	Trademark	Application Number	Registration Number	Application Date	Date Registered
62	Wright's	WRIGHT'S	73/441672	1330446	August 30, 1983	April 16, 1985
63		Design Only	72/239272	0828651	February 21, 1966	May 9, 1967
64		TRAPPEY'S	72/262822	0845099	January 18, 1967	February 27, 1968
65		UNDERWOOD	72/163442	0759785	February 25, 1963	November 5, 1963
66	MEXI-PEP	MEXI-PEP	71/245762	0230395	March 14, 1927	July 19, 1927
67		SALSA FIESTA	74/661251	1960319	April 14, 1995	March 5, 1996
68		ALL FRUIT	74/014101	1832827	December 22, 1989	April 26, 1994
69		JOAN OF ARC	73/740761	1529889	June 30, 1988	March 14, 1989
70		CHEF MAGIC	73/409431	1274499	January 13, 1983	April 17, 1984
71		DEVILICIOUS	73/331851	1221083	October 9, 1981	December 21, 1982
72		BRER RABBIT	73/201841	1135244	January 29, 1979	May 13, 1980
73	<i>Accent</i>	AC'CENT	71/516611	0435707	January 30, 1947	January 6, 1948
74		JOAN OF ARC	71/536691	0513287	October 3, 1947	August 9, 1949
75	Maple Grove	MAPLE GROVE	71/119241	0128447	June 5, 1919	January 6, 1920
76		GREEN DRAGON	73/000411	0989382	September 7, 1973	July 30, 1974
77		SELLS	72/123941	0741378	July 31, 1961	November 27, 1962

Ref No.	Image	Trademark	Application Number	Registration Number	Application Date	Date Registered
78	 UNDERWOOD	UNDERWOOD	73/246570	1160187	January 17, 1980	July 7, 1981
79		POLANER LITE	73/173000	1124752	June 5, 1978	September 4, 1979
80		ACCENT	73/058410	1034024	July 22, 1975	February 17, 1976
81		FRIEND'S	72/014640	0656889	August 27, 1956	January 7, 1958

SCHEDULE C

U.S. Patent Registration

TITLE	APPL. NO.	FILING DATE	REG. NO.	REG. DATE
Maltal Treated Canned Meat Process	06/078240	September 24, 1979	4279936	July 21, 1981

SCHEDULE D

Copyright Registrations

TITLE	REG. NO.	REG. DATE
Las Palmas Enchilada Sauce Label	KK219018	December 17, 1970
Las Palmas Chili Beans Label	KK219019	December 17, 1970
Las Palmas Green Chili Salsa Label	KK219020	December 17, 1970
Polaner All Fruit, Black Cherry	VA 499033	July 24, 1991
Jam Lover, Pure Apple Jelly	VA 466383	July 22, 1991
Jam Lover, Pure Jam Strawberry	VA 466382	July 22, 1991
Jam Lover, Pure Grape Jelly	VA 466387	July 22, 1991
Jam Lover, Pure Marmalade Orange	VA 466384	July 22, 1991
Polaner Natural Red Currant Jelly	VA 476354	July 22, 1991
Polaner Real Mint Jelly	VA 476353	July 22, 1991
Polaner All Fruit - Orange	VA 464598	October 4, 1990
Polaner All Fruit - Blueberry	VA 428879	October 4, 1990
Polaner All Fruit – Apricot	VA 428878	October 4, 1990
Polaner All Fruit – Strawberry	VA 428877	October 4, 1990
Polaner All Fruit – Pineapple	VA 428876	October 4, 1990

TITLE	REG. NO.	REG. DATE
Polaner All Fruit – Seedless Blackberry	VA 428875	October 4, 1990
Polaner All Fruit – Raspberry	VA 427806	October 4, 1990
Polaner All Fruit – Grape	VA 427805	October 4, 1990
Polaner All Fruit - Peach	VA 427804	October 4, 1990
B&G New York Deli Style Pickles (Label Design)	VA 506982	August 19, 1991